Doc. 657 Att. 47

EXHIBIT 48

DISCLOSURE SCHEDULES

TO THE

STOCK PURCHASE AGREEMENT

BY AND AMONG

TOMORROWNOW, INCORPORATED,

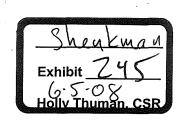
ANDREW J. NELSON AND SETH A. RAVIN

AND

SAP AMERICA, INC.

January 19, 2005

AUS:564768.6



AK000051

HIGHLY CONFIDENTIAL INFORMATION – ATTORNEY'S EYES ONLY

Schedule 6.20

List of Customers with Agreements

- (a) (i) Customer Contracts see attached Schedule 6.20(a)(i)
 - (ii) Contracts Relating to Real Property see Schedule 6.7
 - (iii) Equipment Contracts see Schedule 6.8
 - (iv) Software Contracts -
 - On March 3, 2004, the Company entered into a Software License Agreement with Micro Focus a Server Express v2.2 Development license for (AIX 5.2) 32Bit
 - On August 2, 2002, the Company executed an Order Letter with Micro Focus to obtain NetExpress v3.0 – Win95 / NT / Win98 / CD from Micro Focus
 - (v) Material Supplier and Vendor Contracts -
 - On April 10, 2003, the Company entered into a Client Service Agreement with Paychex Business Solutions, Inc. pursuant to which the Company leased all of its employees and through which the Company obtained employee benefits for its employees.
 - On August 27, 2004, the Company entered into a Master Agreement with Meta Group, Inc. pursuant to which the Company obtained licenses and access to Enterprise Application Strategies Enterprise Advisory services from Meta Group.
 - On September 29, 2004, the Company entered into a one-year Wireless Business Advantage Agreement with ATT for corporate wireless phone service.
 - On October 19, 2004, as amended by the Membership Agreement Schedule for Research Advisory Services dated October 26, 2004, the Company entered into a Membership Agreement with AMR
 Research, Inc. pursuant to which the Company obtained the right to certain proprietary market research and analysis generated internally by AMR Research, Inc.
 - On November 30, 2004, the Company entered into a Membership Agreement with Gartner, Inc. pursuant to which the Company obtained the right to certain proprietary market research and analysis generated internally by Gartner, Inc.
 - On December 14, 2004, the Company entered into a Membership Agreement with Gartner, Inc. pursuant to which the Company obtained the right to certain proprietary market research and analysis generated internally by Gartner, Inc.

AUS:564768.6

- On January 8, 2005, the Company entered into a contract with Salesforce.com to provide the Company with certain customer service relationship services
- (vi) Employment, Consulting and Sales Representative Agreements On October 25, 2004, the Company entered into a Services Agreement with Integrated Enterprise Solutions, Inc. ("<u>IES</u>") pursuant to which IES is obligated to provide the Company with certain professional services relating to JD Edwards applications.
- (vii) Other Material Contracts -
 - On December 2002, the Company renewed its web address registration with Network Solutions®, a VeriSign® Company to maintain the rights to the Company's web address through January 13, 2008.
 - The Company currently maintains an American Express Small Business Account for Andrew Nelson that it uses for business related expenses.
- (b) The Contemplated Transaction constitutes an assignment under the Office Lease between WB Bernal, LLC and TomorrowNow, Inc. dated November 30, 2002 (the "Bernal Lease") related to the Company's office in Pleasanton, California. Any assignment under the Bernal Lease requires the consent of the WB Bernal, LLC. The Company has not obtained this consent and is technically in default under the Bernal Lease.

Pursuant to Section 9.02 of the Client Service Agreement, dated April 10, 2003, by and between the Company and Paychex Business Solutions, Inc. and its subsidiaries and its affiliates (the "Service Agreement"), the Company must provide written notice prior to a change in business form, business locations, corporate structure, control or ownership of the Company prior to the date that such change takes effect. Upon receipt of such notice, Paychex reserves the right to terminate the Service Agreement upon receipt of such notice. The Company has requested that Paychex execute a waiver of its right to notice pursuant to Section 9.02 and waive any right to terminate the Service Agreement pursuant to Section 9.02.

- (c) (i) See attached Schedule 6.20(c)(i)
 - (ii) See the Schedule 6.20(a)(i)
 - (iii) The Company does not currently hold any customer deposits or any advanced payments by customers.

Recipients of Customer Information - see attached Schedule 6.20(c)

(A) See Schedule 6.19(i)

AUS:564768.6

AK000084

(B) None

AUS:564768.6

AK000085